

**FORM 51-102F3
MATERIAL CHANGE REPORT**

- Item 1 Name and address of the Corporation**
Stakeholder Gold Corp.
3081 - 3rd Avenue
Whitehorse, Yukon
Y1A 4Z7
- Item 2 Date of material change**
June 20, 2011
- Item 3 News release**
The press release was issued and distributed on June 20, 2011
- Item 4 Summary of material change**
Stakeholder Gold Corp. (“Stakeholder” or the “Corporation”) and Hinterland Metals Inc. (“Hinterland”) complete the previously announced arrangement under section 192 of the *Canada Business Corporations Act* whereby Hinterland transferred to Stakeholder all of its rights, titles and interests in certain mining assets located in Yukon, Canada.
- Item 5 Full description of material change**
The Corporation announces the closing of the previously announced arrangement (the “Arrangement”) (see press releases of Hinterland dated January 20, April 4 and June 8, 2011).

On June 13, 2011, following the approval of the Arrangement by Hinterland’s shareholders at its annual and special meeting held on June 7, 2011, Hinterland obtained the final order from the Superior Court of Québec (the “Final Order”) to complete the Arrangement under Section 192 of the *Canada Business Corporations Act*. Concurrently with the issuance of the Final Order, Stakeholder completed its private placement of subscription receipts (the “Private Placement”) for gross proceeds of \$825,000. For more information on the Arrangement, Stakeholder and the Private Placement, see Hinterland’s information circular dated May 4, 2011 available on SEDAR at www.sedar.com.

On June 20, 2011, the TSX Venture Exchange issued its final bulletin relating to the listing of the Corporation. Therefore, the common shares of the Corporation will commence trading on the TSX Venture Exchange at 9:30 a.m. (Eastern Time) on June 21, 2011, under the symbol “SRC”. As a result of the Arrangement, the common shares of Hinterland (on a consolidated basis) will also commence trading on the same day and continue to trade under the symbol “HMI”.
- Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**
N/A
- Item 7 Omitted Information**
None
- Item 8 Executive Officer**
Mark Fekete, President
Tel: 877-874-8182 Ext. 210
- Item 9 Date of Report**
June 21, 2011